#### **FORM D**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549



#### FORM D

#### NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPE	OVÁL
OMB Number:	3235-0076
Expires:	
Estimated average	ne burden

hours per response. . . . . 16.00

1403825

SEC USE ONLY								
Prefix Serial								
DATE RECEIVED								

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)
Portside Industrial Park/Supervalu  Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing:
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)
Panattoni Investments, LLC et al.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
8775 Folsom Boulevard, Suite 200, Sacramento, CA 95826 (916) 381-1561
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  (if different from Executive Offices)  Telephone Number (Including Area Code)
Brief Description of Business
Purchase, finance, development, operation, management and sale of commercial/industrial real estate
Type of Business Organization
corporation   limited partnership, already formed   other (please specify): business trust   limited partnership, to be formed   limited liability company   PROCESSED
Actual or Estimated Date of Incorporation or Organization: North Year  Actual or Estimated Date of Incorporation or Organization: North Year  Actual Date of Incorporation or Organization: North Year
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service approviation for State:
CN for Canada; FN for other foreign jurisdiction)
GENERAL INSTRUCTIONS FINANCIAL
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securiti and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any chang thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need to be filed with the SEC.
Filing Fee: There is no federal filing fee.
State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sale are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount sha accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part this notice and must be completed.
ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A. BASIC ID	ENTIFICATION DATA		
2. Enter the information re	quested for the foll	lowing:			
Each promoter of to	he issuer, if the iss	uer has been organized v	within the past five years;		
Each beneficial own	ner having the powe	er to vote or dispose, or d	irect the vote or disposition	of, 10% or more of	f a class of equity securities of the issuer.
Each executive offi	icer and director of	corporate issuers and of	f corporate general and mar	naging partners of	partnership issuers; and
		f partnership issuers.			
		<u> </u>		Di	[7] General and/or
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i The Panattoni Living Trus		1998, Managing Mer	mber of Panattoni Inves	tments, LLC (Iss	suer #1)
Business or Residence Addre 8775 Folsom Boulevard,			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)	···········			
Brynestad Family, LLC, M	Managing Memb	er of Portside NT, LL	C (Issuer #2)		
Business or Residence Addre 16400 Southcenter Parkw			Code)	-	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i The Panattoni Living True		1998, Sole Member	of Carmel River, LLC (I	ssuer #3)	
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)	···	
8775 Folsom Boulevard,	Suite 200, Sacra	mento, CA 95826			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Shelby, Jacklyn L., Sole M	Member of Shelb	y Properties DE, LLC	(Issuer #4)		
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)	<del></del> -	
8775 Folsom Boulevard,	Suite 200, Sacr	amento, CA 95826			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Shelby, Jacklyn L., Sole		Member of Rieger Inve	estments, LLC (Issuer #	ł5)	
Business or Residence Addre 8775 Folsom Boulevard,	•	•	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip C	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		·
	(Use bla	nk sheet, or copy and us	e additional copies of this s	heet, as necessary	·

	B. INFORMATION ABOUT OFFERING												
L	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										<u></u>	Yes	No
1.	Has the	issuer sold	, or does th								•••••		X
_	Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?											s 363,695.00	
2.	2. What is the minimum investment that will be accepted from any individual?											Yes	No
3.	3. Does the offering permit joint ownership of a single unit?												<b>K</b> )
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering.												
	If a pers	sion or simi on to be list	nar remune ted is an ass	ration for s sociated pe	rson or age	ent of a brok	er or deale	r registered	sales of sec I with the S	EC and/or	with a state		
	or states	, list the na	me of the b	roker or de	aler. If mo		: (5) person	is to be list	ed are asso		ons of such		
Full			first, if indi						·				
	•	ecurities, l											
			-			ity, State, Z	ip Code)						
			d, Suite 20		nento, CA	95826		<del></del>		<del></del>			
		ecurities, I		aici									
Stat	tes in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers						·
	(Check	"All States	" or check	individual	States)		!	***************************************	***************			□ VI	States
	AL	AK	AZ	AR	C/A	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC]	[ND]	OH WW	OK W	OR WY	PA PR
	RI	SC	SD	TN	TX	TU	[VT]	[VA]	W/A]	WV	WI	WI	(FK)
Full	l Name (l	Last name	first, if ind	ividual)									<u> </u>
Bus	iness or	Residence	Address ()	Number an	d Street, C	City, State, 2	Zin Code)				<del></del>		
Dus	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Residence	11441500 (1			,, =12.0,	p,						
Nar	ne of Ass	ociated Br	oker or De	aler			•••						
Stat	tes in Wh	ich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers			·	<del></del>		<u>-</u> .
	(Check	"All States	or check	individual	States)			***************************************	***************************************	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		☐ Al	l States
	AL	AK	AZ	ĀR	CA	col	CT	DE	DC	FL	GA	ПП	[ID]
		IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (	Last name	first, if ind	ividual)		····· · · ·							
Rue	iness or	Residence	Address ()	Number an	d Street C	City, State, 2	7in Code)	·					
Dus	3111 <b>63</b> 3 61	Residence	71441655 (1	Tunnou un	a bacca, c	,,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	enp Gode,						
Nar	ne of Ass	ociated Br	oker or De	aler								•	
Stat	tes in Wh	ich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	_					
	(Check	"All States	" or check	individual	States)	• • • • • • • • • • • • • • • • • • • •						☐ Al	1 States
	AL	ΑĶ	ΑZ	ĀĒ	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	ĹA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY NT	NC	ND	OH NV	OK TOTAL	OR WOO	PA
	RI	SC	SD	TN	TX	UT	VT	VA	$W\Lambda$	WV	WI	WY	PR

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box $\Box$ and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.  Type of Security	Aggregate Offering Price	Amount Already Sold
		0.00	s 0.00
	D401		\$ 0.00
	Equity		3
	Common Preferred	- 0.00	0.00
	Convertible Securities (including warrants)	0.00	\$ \$ 0.00
	Partnership Interests	6 600 000 00	\$ 6,600,000.00
	Other (Specify Investment Contract	6,600,000.00	<u> </u>
	Total	6,600,000.00	\$ 6,600,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	5	\$ 6,600,000.00
	Non-accredited Investors	0	\$ 0.00
	Total (for filings under Rule 504 only)		<b>\$</b>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		<b>S</b>
	Regulation A		s
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$_36,000.00
	Printing and Engraving Costs		\$ 0.00
	Legal Fees		\$ 0.00
	Accounting Fees		\$ 0.00
	Engineering Fees		\$ 0.00
	Sales Commissions (specify finders' fees separately)	<del></del>	\$ 0.00
	Other Expenses (identify)	_	\$ 0.00
	Total	_	\$ 36,000.00

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF PE	ROCEEDS	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C—proceeds to the issuer."	ring price given in response to Part C — Question 1  Question 4.a. This difference is the "adjusted gross		\$6,564,000.00
5.	Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	by purpose is not known, furnish an estimate and fthe payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	_	-	<del>_</del>
	Purchase of real estate		] \$	<u>\$ 6,564,000.0</u>
	Purchase, rental or leasing and installation of macand equipment	chinery	] \$	. [] \$
	Construction or leasing of plant buildings and fac	cilities	] \$	_ 🗆 \$
	Acquisition of other businesses (including the val offering that may be used in exchange for the asset issuer pursuant to a merger)	ets or securities of another	1\$	□\$
	Repayment of indebtedness		-	
	, <del>-</del>		_	_
	Other (specify):		] <b>s</b>	
			] \$	- D\$
	Column Totals		] \$ <u></u>	<u>6,564,000.0</u>
	Total Payments Listed (column totals added)		□ \$ <u></u>	,564,000.00
_		D. FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	mish to the U.S. Securities and Exchange Commiss	ion, upon writte	
SS	uer (Print or Type)	Signature D	ate _ /	
Pa	nattoni Investments, LLC et al.	natasha Zahawi	8/27/	2007
۷a	me of Signer (Print or Type)	Title of Signer (Print or Type)		
lat	asha Zaharov	Attorney, Panattoni Law Firm		

### - ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

#### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:							
Estimated average burden							
hours per respons	se 16.00						

SEC USE ONLY								
Prefix	Serial							
DAT	E RECEIVED							
	1							

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)									
Portside Industrial Park/Supervalu	THE OF								
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE  Type of Filing: New Filing Amendment									
Type of Printig.									
A. BASIC IDENTIFICATION DATA									
1. Enter the information requested about the issuer									
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)									
Panattoni Investments, LLC et al.									
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)								
8775 Folsom Boulevard, Suite 200, Sacramento, CA 95826  Address of Principal Business Operations (Number and Street, City, State, Zip Code)	(916) 381-1561 Telephone Number (Including Area Code)								
(if different from Executive Offices)	receptione Number (measuring Area code)								
Brief Description of Business									
Purchase, finance, development, operation, management and sale of commercial/industrial	real estate								
Type of Business Organization									
	please specify):								
business trust limited partnership, to be formed limited liability	ty company								
Month Year									
Actual or Estimated Date of Incorporation or Organization:									
CN for Canada; FN for other foreign jurisdiction)									
GENERAL INSTRUCTIONS									
Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D (77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.								
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address.									
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20	549.								
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures.									
Information Required: A new filing must contain all information requested. Amendments need only repo	et the name of the issues and offering, any changes								
thereto, the information requested in Part C, and any material changes from the information previously supple not be filed with the SEC.									
Filing Fee: There is no federal filing fee.									
State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.									
ATTENTION —									
Failure to file notice in the appropriate states will not result in a loss of the federal exampropriate federal notice will not result in a loss of an available state exemption unle filing of a federal notice.									

		Ą. BASIC IDE	NTIFICATION DATA		
Enter the information re	quested for the fol	lowing:			
<ul> <li>Each promoter of t</li> </ul>	he issuer, if the iss	uer has been organized w	ithin the past five years;		
Each beneficial own	ner having the pow	er to vote or dispose, or dir	ect the vote or disposition (	of, 10% or more of	a class of equity securities of the issuer.
Each executive offi	icer and director of	corporate issuers and of	corporate general and man	aging partners of	partnership issuers; and
<ul> <li>Each general and n</li> </ul>	nanaging partner of	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i		4000 Monaging Mom	her of Danattoni Invest	monte 11 C /les	
The Panattoni Living Trus				ments, LLC (195	
Business or Residence Addre 8775 Folsom Boulevard,					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	✓ General and/or   Managing Partner
Full Name (Last name first, i	f individual)				
Brynestad Family, LLC, N	Managing Memb	er of Portside NT, LLC	(Issuer #2)		
Business or Residence Addre					
16400 Southcenter Parkw	ay, Suite 502, S	eattle, WA 98188			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i The Panattoni Living Tru		1998, Sole Member of	of Carmel River, LLC (Is	ssuer #3)	
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
8775 Folsom Boulevard,	Suite 200, Sacra	mento, CA 95826			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)			·	· · · · · · · · · · · · · · · · · · ·
Shelby, Jacklyn L., Sole M	Member of Shelb	y Properties DE, LLC	(Issuer #4)		
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
8775 Folsom Boulevard,	Suite 200, Sacr	amento, CA 95826			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Shelby, Jacklyn L., Sole		nember of Rieger Inve	stments, LLC (Issuer #	5)	
Business or Residence Address 8775 Folsom Boulevard,			ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)			<del></del>	
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)	<del>-</del>	
	(Use bla	nk sheet, or copy and use	additional copies of this s	heet, as necessary	)

	B. INFORMATION ABOUT OFFERING												
1.	Has the	issuer sole	i, or does t			ll, to non-a					•••••	Yes	No <b>⊠</b>
2.	What is	the minim	um investn					_				s 363	,695.00
						<b>,</b>	,					Yes	No
3.	Does th	e offering	permit join	t ownershi	ip of a sing	le unit?	·•••		***************************************	••••••	•••••		区
4.	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
		Last name Securities,	first, if ind Inc.	ividual)									
			Address (N				Zip Code)						
			rd, Suite 20		nento, CA	95826							
		sociated Bi lecurities.	roker or De Inc.	aier									
			Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	individual	States)		•••••					□ All	l States
	IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	KY KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	l Name (	Last name	first, if ind	ividual)			·			·			
Bu	siness or	Residence	: Address ()	Number an	d Street, C	City, State,	Zip Code)						
Naı	me of Ass	sociated Bi	roker or De	aler									
Sta	tes in Wh	ich Persor	Listed Ha	s Solicit <b>e</b> d	or Intends	to Solicit	Purchasers		·		<del></del>		
	(Check	"All States	s" or check	individual	States)	************						☐ Al	l States
	AL IL MT RI	AK IN NE SC	AZ JA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Ful	l Name (	Last name	first, if ind	iviđual)				··· <u>-</u>			_		, <u></u>
Bus	siness or	Residence	Address (1	Number an	d Street, C	ity, State,	Zip Code)	<del></del> ,					
Nar	me of Ass	sociated Bi	oker or De	aler					,		A	<del></del>	
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)	***************************************				******	••••••	☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	0.00	s 0.00
	Equity	0.00	\$ 0.00
	Common Preferred		<u> </u>
	Convertible Securities (including warrants)	0.00	0.00
	Partnership Interests	. 0.00	s 0.00
	Other (Specify Investment Contract		s 6,600,000.00
			s 6,600,000.00
	Total		3_0,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	5	\$ 6,600,000.00
	Non-accredited Investors	0	s_0.00
	Total (for filings under Rule 504 only)		<b>s</b>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		<b>s</b>
	Regulation A		s
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	🗖	\$36,000.00
	Printing and Engraving Costs		\$ 0.00
	Legal Fees		\$ 0.00
	Accounting Fees		\$ 0.00
	Engineering Fees	_	s 0.00
	Sales Commissions (specify finders' fees separately)		\$ 0.00
	Other Expenses (identify)	_	\$ 0.00
	Total		\$ 36,000.00
			- <del></del>

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C—proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		s6,564,000.00
5.	Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for ar check the box to the left of the estimate. The total oproceeds to the issuer set forth in response to Part	by purpose is not known, furnish an estimate and f the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	[	\$	. D\$
	Purchase of real estate	[		\$ 6,564,000.00
	Purchase, rental or leasing and installation of made and equipment	chinery		
	Construction or leasing of plant buildings and fac	<del>-</del>	_	<del>_</del>
	Acquisition of other businesses (including the val offering that may be used in exchange for the assi issuer pursuant to a merger)	ets or securities of another	\$	s
	Repayment of indebtedness	[		_ 🗆 \$
	Working capital	[		
	Other (specify):	[	s	- D\$
			s	
	Column Totals	[	\$ <u></u>	<u>\$_6,564,000.0</u> 0
	Total Payments Listed (column totals added)		□\$ <u>-</u> 6	,564,000.00
		D. FEDERAL SIGNATURE		
sig	issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	mish to the U.S. Securities and Exchange Commis	sion, upon writte	
Iss	ner (Print or Type)	Signature	Date /	<u> </u>
Panattoni Investments, LLC et al.		natasha Zahawi	8/27/	2007
	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
Natasha Zaharov		Attorney, Panattoni Law Firm		

END

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)